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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 21860-A FILED

NOV 07 '01 12: 8 3 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

November 7, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Cross-Sublease of Railroad Equipment, dated as of October 15, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Lease of Railroad Equipment which was previously filed with the Board under Recordation Number 21860.

The names and addresses of the parties to the enclosed document are:

Sublessor/Sublessee: The Kansas City Southern  
Railway Company  
114 West 11<sup>th</sup> Street  
Kansas City, MO 64105

Sublessee/Sublessor: Grand Trunk Western  
Railroad Incorporated  
P.O. Box 8100  
Montreal, PQ  
Canada H3C 3N4

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Mr. Vernon A. Williams  
November 7, 2001  
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A description of the railroad equipment covered by the enclosed document is:

40 SD 40-3 locomotives currently KCS 6600 -KCS 6639

A short summary of the document to appear in the index follows:

Memorandum of Cross-Sublease of Railroad Equipment

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF CROSS-SUBLEASE OF  
RAILROAD EQUIPMENT dated as of October 15, 2001 between  
THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a  
Missouri corporation (hereinafter called KCS), and GRAND  
TRUNK WESTERN RAILROAD INCORPORATED, a Delaware  
corporation (hereinafter called GTW)

**WHEREAS**, KCS and GTW are entering into that certain Cross-Sublease of Railroad Equipment dated as of the date hereof covering 40 General Motors model SD-40-3 diesel-electric locomotives, bearing the road numbers KCS 6600 through KCS 6639, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor.

**IN WITNESS WHEREOF**, the parties wish to show for the public record the cross-sublease of said railroad equipment, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

by:

Pat J. [Signature]

GRAND TRUNK WESTERN RAILROAD INCORPORATED

by:

[Signature]

STATE OF MISSOURI                     )  
  )      SS.:  
COUNTY OF JACKSON                  )

On this 25 day of October, 2001 before me personally appeared Paul J. Weyandt, to me personally known, who, by me being duly sworn, says that he is VP Treasurer of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that the instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Barbara L. Blewett  
Notary Public

My commission expires 10-04-03

PROVINCE OF QUEBEC )  
 )  
DISTRICT OF MONTREAL ) SS.:

On this \_\_\_\_\_ day of October, 2001 before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he is \_\_\_\_\_ of GRAND TRUNK WESTERN RAILROAD INCORPORATED, that the instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Commissioner for Oaths

My commission expires \_\_\_\_\_

STATE OF MISSOURI                     )  
  )       SS.:  
COUNTY OF JACKSON                 )


On this \_\_\_\_\_ day of October, 2001 before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he is \_\_\_\_\_ of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that the instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Notary Public

My commission expires \_\_\_\_\_

PROVINCE OF QUEBEC )  
 )  
DISTRICT OF MONTREAL ) SS.:

On this 18<sup>th</sup> day of October, 2001 before me personally appeared John Lamont to me personally known, who, by me being duly sworn, says that he is Sr. Manager of GRAND TRUNK WESTERN RAILROAD INCORPORATED, that the instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

  
 Commissioner for ~~Paths~~ Attorney  
 190021-8

My commission expires 31/03/2002